

PREVOZNIK MICHAEL E
Form 4/A
February 03, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PREVOZNIK MICHAEL E

2. Issuer Name and Ticker or Trading Symbol
QUEST DIAGNOSTICS INC
[DGX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, General Counsel

4. If Amendment, Date Original Filed(Month/Day/Year)
02/02/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/31/2005		M	20,000 A \$ 13.17	39,801	D	
Common Stock	01/31/2005		S	17,225 D \$ 94.9026	22,576	D	
Common Stock	01/31/2005		F	2,776 D \$ 94.9026	19,800	D	
Common Stock	02/01/2005		S	6,993 D \$ 95.2	12,807	D	
Common Stock					612	I	401(k)/SDCP (1)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 13.17	01/31/2005		M		20,000		08/16/1999	08/16/2009	Common Stock	20,000
Stock Options (Right to buy)	\$ 94.9026	01/31/2005		A		2,776		01/31/2006	08/16/2009	Common Stock	2,776

Reporting Owners

Reporting Owner Name / Address	Relationships
PREVOZNIK MICHAEL E	Director 10% Owner Officer Other Sr. VP, General Counsel

Signatures

Sirisha Gummaregula, atty-in-fact for Michael E. Prevoznik
02/03/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These underlying shares were acquired on a periodic basis by the trustee of the Company's tax qualified Profit Sharing (401(k)) plan and/or the Company's Supplemental Deferred Compensation Plan (SDCP). The information was obtained from the plan administrator as of a recent date. The number of shares is based on the account balance of the Company stock fund under the plan (which includes some money market instruments), divided by the market price of the Company's stock as of that date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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